

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

:  
: Chapter 11

FAIRPOINT COMMUNICATIONS, INC., *et al.*,

:  
: Case No. 09-16335 (BRL)

Debtors.

:  
: (Jointly Administered)  
:  
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**ORDER FURTHER EXTENDING EXCLUSIVITY  
PURSUANT TO BANKRUPTCY CODE SECTION 1121(d)**

Upon the Motion, dated August 20, 2010 (the "Motion"),<sup>1</sup> of FairPoint Communications, Inc. ("FairPoint Communications") and its affiliated debtors, as debtors in possession (collectively, "FairPoint"), for entry of an order, pursuant to section 1121(d) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), further extending the period during which FairPoint has the exclusive right to file a new chapter 11 plan and solicit acceptances thereof, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 1334; and due and proper notice of the Motion having been provided under the particular circumstances; and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of FairPoint, its estates, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **ORDERED THAT:**

1. The Motion is GRANTED.

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<sup>1</sup> Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. Pursuant to section 1121(d) of the Bankruptcy Code, FairPoint's exclusive period to file a new chapter 11 plan is extended through and including October 22, 2010, and the period for soliciting acceptances of such plan is extended through and including December 20, 2010.

3. This Order shall not be deemed to have any effect on FairPoint's *Modified Second Amended Joint Plan Of Reorganization Under Chapter 11 Of The Bankruptcy Code* (as it may be further amended or modified, the "Plan") [Docket No. 1319], and the Plan shall continue to be governed by the First Exclusivity Extension Order, as applicable.

4. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: October 20, 2010  
New York, New York

/s/Burton R. Lifland  
THE HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE